

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO., *et al.*¹,

Debtors.

) Chapter 11

) Case No. 01-01139 (JKF)

) (Jointly Administered)

**Re: Docket No. 5322 & 4/26/04 Agenda
Item No. 2**

**CERTIFICATION OF COUNSEL REGARDING
ORDER AUTHORIZING THE EXPANSION OF THE SCOPE OF THE
SERVICES PERMITTED TO BE PROVIDED BY DELOITTE & TOUCHE LLP
TO THE DEBTORS TO INCLUDE CERTAIN LEASE CONSULTING SERVICES**

1. On March 22, 2004, the above-captioned debtors and debtors in possession ("Debtors") filed *Debtors' Motion Requesting the Approval of an Order Authorizing the Expansion of the Scope of Services Permitted to be Provided by Deloitte & Touche LLP to include Certain Lease Consulting Services Nunc Pro Tunc to October 1, 2004* (the "Motion") (Docket No. 5322) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circé Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. Thereafter, no parties objected to the Motion, however, counsel for the Official Committee of Unsecured Creditors (the "Committee") provided Debtors' counsel with minor comments on the proposed order.

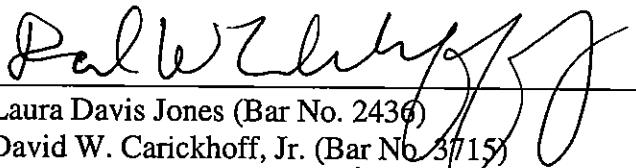
3. Attached hereto is a proposed form of order that has been circulated among the parties and incorporates the comments of the parties received by Debtors' counsel. None of the parties object to the form of the proposed order. Accordingly, Debtors respectfully request that this Court enter the attached proposed order at its earliest convenience.

Dated: May 7, 2004

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